



First Union Rail Corporation  
NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

May 10, 2001

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



VIA UPS NEXT DAY AIR

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 3, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22330.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Hampton Railway, Inc.  
9600 S.W. Barnes Road, Suite 200  
Portland, OR 97225

A description of the railroad equipment covered by the enclosed document is sixty (60) 61', 100 ton, bulkhead flatcars, with car numbers HLSC 1000-1059, inclusive.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Hampton Railway, Inc., Lessee, covering 60 61', 100 ton, bulkhead flatcars, with car numbers HLSC 1000-1059, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(HPLS028)

RECORDATION NO. 22330-A FILED

MAY 23 '01 11-23 AM

SURFACE TRANSPORTATION BOARD

ASSIGN. NO. HPLS028

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of April, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and Hampton Railway, Inc ("Lessee"), an Oregon corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of November 15, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 13, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 3rd day of April, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of April, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDING NO. 22330-A FILED

MAY 23 '01 11-23 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

HAMPTON RAILWAY, INC.

ATTEST:

By: Vicki Shaylor  
Name: VICKI SHAYLOR  
Title: Corp. Sec.

By: George L. Bonner  
Name: George L. Bonner  
Title: Director of Transportation  
Executed on this 28 day of March, 2001.

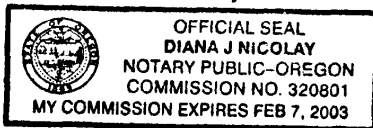
[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Washington

I, Diana J. Nicolay, a Notary Public of the County and State aforesaid, certify that George L. Bonner personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of March, 2001.



Diana J. Nicolay  
Notary Public

My Commission Expires:

February 7, 2003  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Fifty-nine ~~(59)~~ 60 *PLB*  
*RFS*

DESCRIPTION OF CARS: 61' 100-ton Bulkhead Flat Cars

CAR NUMBERS: HLSC 1000 through HLSC 1059, ~~excluding HLSC 1043~~ *PLB*  
*RFS*